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(215) 972-3400

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52 BEDFORD SQUARE  
LONDON WC1B 3EX, ENGLAND  
01. 631. 3383

LAW OFFICES OF  
**DECHERT PRICE & RHOADS**  
888 17th STREET, N. W.  
WASHINGTON, D. C. 20006

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NEW YORK, N. Y. 10004  
(212) 425-3510

ONE DENVER PLACE  
SUITE 1601  
999 18TH STREET  
DENVER, CO. 80202  
(303) 623-1777

800 NORTH THIRD STREET  
HARRISBURG, PA. 17102  
(717) 233-7947

RECORDATION NO. **13614**

**MAR 31 1982 -2 20 PM**

March 31, 1982

**INTERSTATE COMMERCE COMMISSION**

Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
12th and Constitution Ave., N.W.  
Washington, D.C. 20423

Dear Secretary Mergenovich:

Pursuant to 49 U.S.C. § 11305 and the Commission's  
rules and regulations, I enclose for filing and recordation  
five originals of the following document:

Bill of Sale dated March 31, 1982  
transferring title to the herein  
described boxcars from Girard Leasing  
Corporation to American Security Bank.

The names and addresses of the parties to  
the aforementioned document to be filed are:

(a) Purchaser:

American Security Bank, N.A.  
1501 Pennsylvania Avenue, N.W.  
Washington, D.C. 20013

(b) Vendor:

Girard Leasing Corporation  
3 Girard Plaza  
Philadelphia, PA 19101

The Bill of Sale relates to the following boxcars:

Ninety-four (94) 50'6" 70-ton XM rated  
boxcars manufactured by Southern Iron  
and Equipment Co., a Division of Evans  
Transportation Company, and bearing  
Road Numbers SFLC 900051-900100 and  
SFLC 900101-900144 (each number in-  
clusive).

**2-090A022**

No. **MAR 31 1982**  
Date **50:00**  
Fee \$.

ICC Washington, D. C.

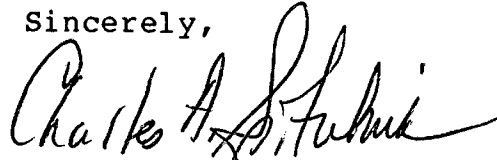
*Counterpart - Kristine E. Wilhelm*

Agatha L. Mergenovich, Secretary  
March 31, 1982  
Page Two

Please file the Bill of Sale, cross-indexing it under the names of the Vendor and Purchaser. A check is enclosed for \$50.00 as prescribed pursuant to 49 C.F.R. § 1116.3(d).

Please stamp all copies of the Bill of Sale and the attached copies of the transmittal letter with your official recording stamp. You will wish to retain one original and the original of the transmittal letter for your file. Please return the duplicate originals of the Bill of Sale and the transmittal letter to the bearer of this letter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Charles A. Spitulnik".

Charles Spitulnik

CP/slk  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Charles Spitulnik  
Dechert Price & Rhoads  
888 17th Street, N. W.  
Washington, D. C. 20006

March 31, 1982

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/31/82 at 2:20PM, and assigned re-recording number(s). 13614

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

REGISTRATION NO. 13614  
MAR 31 1982 2:20 PM  
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

GIRARD LEASING CORPORATION ("Transferor") for good and valuable consideration, receipt of which is hereby acknowledged, including but not limited to the granting of certain accommodations and rights under a Loan Modification and Moratorium Agreement dated as of October 17, 1980 and a First Amendment thereto dated as of February 10, 1981, hereby transfers and assigns to AMERICAN SECURITY BANK, N.A. ("Transferee") all of its right, title and interest in and to the property described on Schedule I attached hereto.

Transferor hereby warrants that it is the lawful owner of the property identified on Schedule I and that it has the right to sell the same and will warrant and defend the title to said property against the claims and demands of all persons whomsoever.

This Bill of Sale is executed and delivered pursuant to a Loan Modification and Moratorium Agreement between the parties hereto dated as of October 17, 1980. The terms, conditions, covenants, agreements, warranties and representations set forth therein shall survive the execution and delivery hereof and shall not be merged herein.

GIRARD LEASING CORPORATION

By James B. [Signature]  
Title Vice President

Dated: March 31, 1982

Schedule I  
to  
Bill of Sale

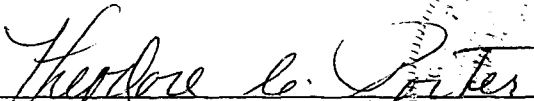
The equipment consists of ninety-four 70-ton XM  
rated boxcars numbered as follows:

<u>Number of Cars</u>	<u>Santa Fe Numbers</u>
50	SFLC 900051-900100, inclusive
44	SFLC 900101-900144, inclusive

COMMONWEALTH OF PENNSYLVANIA :  
:  
COUNTY OF PHILADELPHIA :

On this <sup>30<sup>th</sup></sup> day of March , 1982, before me personally appeared Joseph P. Leska , who being by me duly sworn, says that he is Vice President of GIRARD LEASING CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal.

  
Notary Public

My Commission expires:

THEODORE C. PORTER  
Notary Public, Phila., Phila. Co.  
My Commission Expires August 29, 1986